

May 10, 2023

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Re: Offer Status Public Announcement to all the public shareholders of R Systems International Limited (“Target Company”) with respect to the proposed offer (“Offer”) for acquisition of up to 5,71,73,476 fully paid-up equity shares of face value of INR 1 (Indian Rupee One only) each representing 48.33% of the Voting Share Capital from all the public shareholders of the Target Company

Dear Sirs,

Please find enclosed a soft copy of the Offer Status Public Announcement, which has been released to appear in the following newspapers on May 10, 2023 under Regulation 17(4) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended and applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended:

- Financial Express – English (All Editions)
- Jansatta – Hindi (All Editions)
- Navshakti – Marathi (Mumbai Edition)

We request you to kindly disseminate the Offer Status Public Announcement on your website.

Capitalised terms not defined herein have the same meaning as specified in the Letter of Offer dated April 10, 2023 or Pre-Offer Advertisement and Corrigendum published on April 20, 2023.

Yours Sincerely,
For **Kotak Mahindra Capital Company Limited**



Amit Joshi
Encl.: As above

Kotak Mahindra Capital Company Limited

CIN 67120MH1995PLC134050

Registered Office:

27BKC

C – 27, “G” Block

Bandra Kurla Complex

Bandra (East), Mumbai – 400 051, India

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www.investmentbank.kotak.com

R SYSTEMS INTERNATIONAL LIMITED

(CIN: L74899DL1993PLC053579)

Registered Office: GF-1-A, 6, Devika Tower, Nehru Place, New Delhi-110019, India

Tel: +91-120-4303500; Email: rsil@rsystems.com; Website: www.rsystems.com

Offer for acquisition of up to 5,71,73,476 (Five Crore Seventy One Lakh Seventy Three Thousand Four Hundred Seventy Six) fully paid-up equity shares of face value of INR 1 (Indian Rupee one) each ("Equity Share") representing 48.33% (Forty Eight decimal Three Three percent) of the Voting Share Capital of R Systems International Limited ("Target Company"), from all the Public Shareholders of the Target Company by BCP Asia II Topco II Pte. Ltd. ("Acquirer") along with Blackstone Capital Partners Asia II L.P. ("PAC") ("Offer").

This public announcement (the "**Offer Status Public Announcement**") is being issued by Kotak Mahindra Capital Company Limited ("**Manager**" or "**Manager to the Offer**") for and on behalf of the Acquirer along with PAC, in connection with the Offer made by the Acquirer along with the PAC, in accordance with Regulation 17(4) and other applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("**SEBI Delisting Regulations**") and applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI SAST Regulations**"). This Offer Status Public Announcement is in continuation to and should be read in conjunction with (a) the Public Announcement dated November 16, 2022 ("**PA**"); (b) the Detailed Public Statement that was published in all editions of 'Financial Express' (English), 'Jansatta' (Hindi) and the Mumbai edition of 'Navshakti' (Marathi) on November 23, 2022 ("**DPS**"); (c) the Corrigendum to the PA, DPS and the draft letter of offer which was published in the same newspapers as the DPS on March 22, 2023 ("**Corrigendum**"); (d) the letter offer dated April 10, 2023 ("**LOF**") and (e) pre-offer advertisement and corrigendum to the detailed public statement published in the same newspapers as the DPS on April 20, 2023 ("**Pre-Offer Advertisement and Corrigendum**"). Capitalised terms used but not defined in this in this Offer Status Public Announcement shall have the meaning assigned to such capitalised terms in the LOF or Pre-Offer Advertisement and Corrigendum.

1. OFFER PRICE

This Offer was a fixed price delisting offer at INR 262/- (Indian Rupees Two Hundred Sixty Two only) per Equity Share ("**Offer Price**"). The Offer was made in accordance with Regulation 5A of SEBI SAST Regulations and therefore, the delisting price was not determined through the reverse book building process as per SEBI Delisting Regulations.

2. FAILURE OF THE DELISTING OFFER

2.1. In accordance with Regulation 5A and other applicable provisions of the SEBI SAST Regulations and Regulation 21(a) of the SEBI Delisting Regulations, the total post Offer shareholding of the Acquirer, which comprises of the Equity Shares validly tendered / offered by the Public Shareholders in the Offer and the Equity Shares agreed to be acquired under the SPA from the Sellers does not exceed the delisting threshold of 90.00% (Ninety per cent) of the Voting Share Capital excluding such Equity Shares as determined under Regulation 21 of SEBI Delisting Regulations.

2.2. The delisting offer is thus deemed to be unsuccessful.

2.3. Link Intime India Private Limited, Registrar to the Offer had confirmed the dispatch of the Letter of Offer to all the Public Shareholders as on the Specified Date i.e. Wednesday, April 5, 2023.

2.4. As the Delisting Offer is unsuccessful, in compliance with the Regulation 5A (5) of SEBI (SAST) Regulations, the Acquirer and PAC shall provide a Withdrawal Window (as defined below) and then complete the Open Offer by acquiring up to 3,07,58,896 (Three Crore Seven Lakh Fifty Eight Thousand Eight Hundred Ninety Six) Equity Shares representing 26.00% (Twenty Six percent) of the Voting Share Capital of the Target Company in accordance with Regulation 7(1) and other applicable provisions of the SEBI (SAST) Regulations and any completion of the Underlying Transaction shall be in accordance with the provisions of the SEBI (SAST) Regulations. **The Equity Shares that will be accepted pursuant to the Open Offer shall be acquired at the Base Price, i.e., INR 245/- per Equity Share.**

2.5. Public shareholders who previously tendered their Equity Shares during the Tendering Period (i.e. Friday, April 21, 2023 to Monday, May 8, 2023 (both days inclusive)), have the option to withdraw their tendered Equity Shares within a period of 5 working days following the publication of this Offer Status Public Announcement (i.e. from Thursday, May 11, 2023 to Wednesday, May 17, 2023) ("**Withdrawal Window**"). Public Shareholders who wish to withdraw such tendered Equity Shares (including Equity Shares held in physical form) would have to do so through the same Selling Broker who placed their bids in the Tendering Period and ask the Selling Broker to withdraw their respective bids.

2.6. Any Public Shareholders that do not withdraw the tendered shares within the Withdrawal Window, will be deemed to have agreed to sell their tendered shares in the Open Offer at the Base Price i.e. INR 245/- per Equity Share.

2.7. If the Public Shareholders have any query with regard to the Offer and/or Exit Window they should consult the Manager to the Offer or Registrar to the Offer as per the details provided below.

3. This Offer Status Public Announcement is expected to be available on the website of Securities and Exchange Board of India (www.sebi.gov.in).

MANAGER TO THE OFFER

Kotak Mahindra Capital Company Limited
27BKC, 1st Floor, Plot No. C-27, 'G' Block,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Contact Person: Mr. Ganesh Rane

Phone: +91 22 4336 0128

Fax: +91 22 6713 2447

Email: rsystemsoffer@kotak.com

SEBI Registration Number: INM000008704

Validity Period: Permanent Registration

REGISTRAR TO THE OFFER

LINKIntime

Link Intime India Private Limited

CIN: U67190MH1999PTC118368

Address: C 101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400083

Tel: +91 810 811 4949

Fax: +91 (22) 4918 6195

Website: www.linkintime.co.in

Contact Person: Mr. Sumeet Deshpande

Email ID: rsystems.offer@linkintime.co.in

Investor grievance email ID: rsystems.offer@linkintime.co.in

For and on behalf of the Acquirer

Sd/-

Authorized Signatory

Date: May 9, 2023

Place: Singapore / New York

For and on behalf of the PAC

Sd/-

Authorized Signatory